

**ENTERED**

May 15, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	)	
In re:	)	Chapter 11
	)	
ENVISION HEALTHCARE CORPORATION,	)	Case No. 23-90342 (CML)
<i>et al.</i> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 11</b>

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**ORDER (I) AUTHORIZING THE PAYMENT OF  
CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF**


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Upon the emergency motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to (i) remit and pay (or use tax credits to offset) Taxes and Fees in the ordinary course of business that are payable or become payable during these chapter 11 cases (including any obligations subsequently determined upon audit or otherwise to be owed for periods prior to, including, or following the Petition Date) and (ii) undertake the Tax Planning Activities, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://restructuring.ra.kroll.com/Envision>. The Debtors’ service address is 1A Burton Hills Boulevard, Nashville, Tennessee 37215.

<sup>2</sup> Capitalized terms used and not defined herein have the meanings ascribed to them in the Motion.

this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to: (a) negotiate, pay, and remit (or use tax credits to offset), or otherwise satisfy the Taxes and Fees (including corresponding Audits or Assessments) that arose or accrued prior to the Petition Date and that will become due and owing in the ordinary course of business during the pendency of these chapter 11 cases at such time when the Taxes and Fees are payable in accordance with applicable law; and (b) negotiate, pay, and remit (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a postpetition basis—including, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to the Audits or Assessments or paying any Taxes and Fees arising as a result of the Audits or Assessments; *provided that*, notwithstanding anything to the contrary herein or in the Motion, in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any “straddle” amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under section 507(a)(8) or 503(b)(1)(B) of the Bankruptcy Code, the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts.

2. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized to seek a refund or credit.

3. The Debtors are further authorized to undertake the Tax Planning Activities in consultation with the Envision Ad Hoc Group, as more fully described in the Motion.

4. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

5. The Debtors' rights to contest the validity or priority of any Taxes and Fees on any grounds they deem appropriate are reserved and extend to the payment of Taxes and Fees relating to Audits that have been completed, are in progress, or arise from prepetition periods.

6. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors

or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

7. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer request as approved by this Order.

8. The Debtors are authorized to issue postpetition checks or to effect postpetition fund transfer requests in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

9. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors' use of cash collateral (any such order, a "Cash Collateral Order"), including, for the avoidance of doubt, the cash collateral budget. To the extent of any conflict (but solely to the extent of such conflict) between the terms of this Order and the terms of any Cash Collateral Order, the terms of the Cash Collateral Order will govern.

10. Notwithstanding anything to the contrary in the Motion or this Order, any payments made under this Order that are attributable to the EVPS Debtors (as defined in the Restructuring Support Agreements) shall be satisfied solely by the EVPS Debtors and any payments made under this Order that are attributable to the AMSURG Debtors (as defined in the Restructuring Support

Agreements) shall be satisfied solely by the AMSURG Debtors, in each case in the ordinary course of business, consistent with past practice, and in accordance with the shared-services agreement dated April 29, 2022, by and between AmSurg, LLC and Envision Healthcare Corporation, and in accordance with the Cash Collateral Orders and the corresponding cash collateral budgets.

11. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

12. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

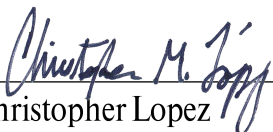
13. Notice of the Motion as provided therein shall be deemed good and sufficient and satisfies the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules.

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

16. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: May 15, 2023

  
\_\_\_\_\_  
Christopher Lopez  
United States Bankruptcy Judge

United States Bankruptcy Court  
Southern District of Texas

In re:  
Envision Healthcare Corporation  
Debtor

Case No. 23-90342-cml  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0541-4  
Date Rcvd: May 16, 2023

User: ADIuser  
Form ID: pdf002

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Total Noticed: 23

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 18, 2023:**

Recip ID	Recipient Name and Address
db	+ Envision Healthcare Corporation, 1A Burton Hills Boulevard, Nashville, TN 37215-6187
aty	+ Angela K. Herring, Wachtell, Lipton, Rosen & Katz, 51 West 52nd St, New York, NY 10019-6150
aty	+ Anne G. Wallice, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Anne I. Salomon, 300 North LaSalle St, Chicago, IL 60654, UNITED STATES 60654-3406
aty	+ Annie Dreisbach, Kirkland & Ellis LLP, 300 North LaSalle St, Chicago, IL 60654, UNITED STATES 60654-5412
aty	+ C. Lee Wilson, 200 Park Avenue, New York, NY 10166-0005
aty	+ Casey James McGushin, Kirkland & Ellis LLP, 300 N. LaSalle, Chicago, IL 60654-5412
aty	+ David M. Feldman, Gibson Dunn & Crutcher, 200 Park Avenue, New York, NY 10166-4799
aty	+ Eli J. Vonnegut, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017-3982
aty	+ Gene S. Goldmintz, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017-3982
aty	Gianfranco Finizio, Kilpatrick Townsend & Stockton LLP, 1114 Avenue of the Americas, NYC, NY 10036-7703
aty	+ Jeffrey R. Goldfine, Kirkland & Ellis LLP, 601 Lexington Ave., New York, NY 10022, UNITED STATES 10022-4643
aty	+ John R. Luze, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
aty	+ Joshua A. Sussberg, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	+ Joshua Greenblatt, 601 Lexington Ave., New York, NY 10022, UNITED STATES 10022-4611
aty	+ Margaret Reiney, Kirkland & Ellis LLP, 601 Lexington Ave., New York, NY 10022-4643
aty	Mary Beth Maloney, 200 Park Avenue, New York, NY 10166-0005
aty	+ Michael Pera, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017-3982
aty	+ Ruth Mulvihill, Kirkland & Ellis LLP, 300 North LaSalle St, Chicago, IL 60654, UNITED STATES 60654-5412
aty	+ William Arnault, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
cr	+ AHS Staffing, c/o Liz George and Associates, Attn: Lysbeth L. George, 8101 S. Walker, Suite F, Oklahoma City, OK 73139-9406
cr	Envision Ad Hoc Group, c/o Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166-0005

TOTAL: 22

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
op	+ Email/Text: EBN@primeclerk.com	May 16 2023 20:22:00	Kroll Restructuring Administration LLC, (f/k/a Prime Clerk LLC), 55 East 52nd Street, 17th Floor, New York, NY 10055-0002

TOTAL: 1

## BYPASSED RECIPIENTS

**The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.**

Recip ID	Bypass Reason	Name and Address
cr		Ad Hoc Group of AmSurg Lenders
cr		Ad Hoc Group of First Lien AmSurg Lenders
intp		Ankura Trust Company, LLC, in its capacity as Envi
cr		Citibank, N.A.
intp		Credit Suisse AG, Cayman Islands Branch, as AmSurg
cr		Funds and Accounts Managed by Kohlberg Kravis Robe
cr		HCA-EMS Holdings, LLC
cr		Thermo Fisher Scientific

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TOTAL: 8 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

**NOTICE CERTIFICATION**

**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: May 18, 2023

Signature: /s/Gustava Winters**CM/ECF NOTICE OF ELECTRONIC FILING**

**The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 15, 2023 at the address(es) listed below:**

Name	Email Address
Aaron James Power	on behalf of Interested Party Credit Suisse AG Cayman Islands Branch, as AmSurg RCF Agent apower@porterhedges.com, egarfias@porterhedges.com;ysanders@porterhedges.com
Beau Butler	on behalf of Debtor Medical Information Management Solutions LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor New Generations Babee Bag Inc. bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Jupiter Healthcare LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor MSO Newco LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Long Beach NSC LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor NAC Properties LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor North Florida Anesthesia Consultants Inc. bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor KMAC Inc. bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Jupiter Anesthesia Associates L.L.C. bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor North Florida Perinatal Associates Inc. bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Kenwood NSC LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor MedAssociates LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Millennium Vision Surgical LLC bbutler@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Beau Butler	on behalf of Debtor Medi-Bill of North Florida Inc. bbutler@jw.com,

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kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Beverly Weiss Manne

on behalf of Creditor Thermo Fisher Scientific bmanne@tuckerlaw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Temecula CA Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Physicians HoldCo LLC bruzinsky@jw.com,  
msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Ocala Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Northwest Florida Inc. bruzinsky@jw.com,  
msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Palmetto Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Scranton PA Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Oakland CA Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg New Port Richey FL Inc. bruzinsky@jw.com,  
msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Physicians Arizona LLC bruzinsky@jw.com,  
msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Pottsville PA LLC bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Naples Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg Suncoast Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Bruce J Ruzinsky

on behalf of Debtor AmSurg San Antonio TX Inc. bruzinsky@jw.com, msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com

Christopher R. Bankler

on behalf of Debtor Partners in Medical Billing Inc. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Provider Account Management Inc. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Practice Account Management Services LLC cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Physician Office Partners Inc. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Phoenix Physicians LLC cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Northwood Anesthesia Associates L.L.C. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor NSC West Palm LLC cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor NSC Healthcare Inc. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor NSC RBO East LLC cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Pinnacle Consultants Mid-Atlantic L.L.C. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Physician Account Management Inc. cbankler@jw.com, kgradney@jw.com

Christopher R. Bankler

on behalf of Debtor Proven Healthcare Solutions of New Jersey LLC cbankler@jw.com, kgradney@jw.com



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Christopher R. Bankler	on behalf of Debtor Phoenix Business Systems LLC cbankler@jw.com, kgradney@jw.com
Christopher R. Bankler	on behalf of Debtor Parity Healthcare Inc. cbankler@jw.com, kgradney@jw.com
Christopher Ross Travis	on behalf of U.S. Trustee US Trustee C.Ross.Travis@usdoj.gov
Emily Meraia	on behalf of Debtor AmSurg Maryville Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg La Jolla Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Glendale Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Holdings LLC emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Glendora CA Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Kissimmee FL Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg KEC Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Holdco LLC emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Hillmont Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Lancaster PA LLC emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Inglewood Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Main Line PA LLC emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Melbourne Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Emily Meraia	on behalf of Debtor AmSurg Miami Inc. emeraia@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Discovery Clinical Research Inc. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Coastal Anesthesiology Consultants LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Clinical Partners Management Company LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Doctors Billing Service Inc. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Children's Anesthesia Associates Inc. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

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Genevieve Marie Graham	on behalf of Debtor Davis NSC LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Coral Springs NSC LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Centennial Emergency Physicians LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Boca Anesthesia Service Inc. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Bravo Reimbursement Specialist L.L.C. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Chandler Emergency Medical Group L.L.C. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Broad Midwest Anesthesia LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor Desert Mountain Consultants in Anesthesia Inc. ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Genevieve Marie Graham	on behalf of Debtor CMORx LLC ggraham@jw.com, dtrevino@jw.com;kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Ha Minh Nguyen	on behalf of U.S. Trustee US Trustee ha.nguyen@usdoj.gov
J Scott Rose	on behalf of Debtor QRx Medical Management LLC srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Children's Healthcare Services of Louisiana Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor San Antonio NSC LLC srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Anesthesia Services of Virginia Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Rose Radiology LLC srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Anesthesia Services of Alabama Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan CADR Solutions Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Children's Healthcare Services of Arizona Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Reimbursement Technologies Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Radstaffing Management Solutions Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Anesthesia Services of Louisiana Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sentinel Healthcare Services LLC srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Radiology Staffing Solutions Inc. srose@jw.com, kgradney@jw.com
J Scott Rose	on behalf of Debtor Sheridan Children's Healthcare Services of Kentucky Inc. srose@jw.com, kgradney@jw.com
Javier Gonzalez, Jr	on behalf of Debtor AmSurg EC Centennial Inc. jgonzalez@jw.com,

District/off: 0541-4

User: ADIuser

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kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor Envision Healthcare Corporation jgonzalez@jw.com  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Escondido CA Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Finance Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Burbank Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg EC Santa Fe Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Colton CA Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg EC Washington Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Crystal River Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg EC St. Thomas Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg EC Beaumont Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Fresno Endoscopy Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg El Paso Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg EC Topeka Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Javier Gonzalez, Jr

on behalf of Debtor AmSurg Arcadia CA Inc. jgonzalez@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Healthcare LLC jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Healthcorp Inc. jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Hospitalist Services of Florida Inc. jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Healthy Hearing Services Inc. jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Holdings Inc. jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Jennifer F Wertz

on behalf of Debtor Sheridan Healthcorp of California Inc. jwertz@jw.com,  
kgradney@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

John David Cornwell

District/off: 0541-4

User: ADIuser

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on behalf of Creditor Envision Ad Hoc Group jcornwell@munsch.com hvalentine@munsch.com;CourtMail@munsch.com

John F Higgins, IV

on behalf of Interested Party Credit Suisse AG Cayman Islands Branch, as AmSurg RCF Agent jhiggins@porterhedges.com, emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John Machir Stull

on behalf of Debtor Greater Florida Anesthesiologists LLC mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor FO Investments Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Holiday Acquisition Company Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Imaging Advantage LLC mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Infinity Healthcare Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Hawkeye Holdco LLC mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Global Surgical Partners Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Illinois NSC Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Fullerton NSC LLC mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Gynecologic Oncology Associates Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor FO Investments III Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor ISelect Healthcare LLC mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Jacksonville Beaches Anesthesia Associates Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

John Machir Stull

on behalf of Debtor Healthcare Administrative Services Inc. mstull@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;dtrevino@jw.com;azuniga@jw.com;steso@jw.com;jpupo@jw.com

Keith Richard Martorana

on behalf of Creditor Envision Ad Hoc Group kmartorana@gibsondunn.com

Kristhy M Peguero

on behalf of Debtor Emergency Medical Services LLC kpeguero@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare Physician Services Inc. kpeguero@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare Holdings LLC kpeguero@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EDIMS L.L.C. kpeguero@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor Drs. Ellis Rojas, Ross & Debs, Inc. kpeguero@jw.com,

District/off: 0541-4

User: ADIuser

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kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor Emergency Medicine Education Systems Inc. kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare Holdco LLC kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare of California Inc. kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare Anesthesia Providers Inc. kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EMS Management LLC kpeguero@jw.com  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare LLC kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EHR Management Co. kpeguero@jw.com  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor ED Solutions LLC kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Kristhy M Peguero

on behalf of Debtor EmCare Physician Providers Inc. kpeguero@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Lysbeth Lou George

on behalf of Creditor AHS Staffing liz@georgelawok.com karen@georgelawok.com

Mark Curtis Taylor

on behalf of Creditor HCA-EMS Holdings LLC mark.taylor@hklaw.com,  
tammy.greenblum@wallerlaw.com;annmarie.jezisek@wallerlaw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare of Dade Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor Alpha Physician Resources L.L.C. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor Affilion Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare Services Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare of West Broward Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor AllegiantMD Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor AmSurg Anesthesia Management Services LLC mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare of Sawgrass Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor All Women's Healthcare Holdings Inc. mcavanaugh@jw.com,

District/off: 0541-4  
Date Rcvd: May 16, 2023

User: ADIuser  
Form ID: pdf002

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kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor AmSurg Abilene Eye Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor American Emergency Physicians Management Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor AmSurg Abilene Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew D Cavanaugh

on behalf of Debtor AmSurg Altamonte Springs FL Inc. mcavanaugh@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Michael A. Garza

on behalf of Creditor Ad Hoc Group of First Lien AmSurg Lenders mgarza@velaw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Healthcare of Missouri Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Children's Healthcare Services of New Mexico Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Healthcare of Vermont Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Healthcare of Louisiana Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Emergency Physician Services of North Missouri Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Children's Healthcare Services of Ohio Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Healthcare of Virginia Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Emergency Physician Services of Missouri Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Children's Healthcare Services Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Children's Healthcare Services of Virginia Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Children's Services of Alabama Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Healthcare of West Virginia Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Emergency Physician Services of South Florida Inc. mdrab@jw.com, kgradney@jw.com

Michael Anthony Drab

on behalf of Debtor Sheridan Emergency Physician Services Inc. mdrab@jw.com, kgradney@jw.com

Nicole Greenblatt

on behalf of Debtor Envision Healthcare Corporation ngreenblatt@kirkland.com

Paul E Heath

on behalf of Creditor Ad Hoc Group of First Lien AmSurg Lenders pheath@velaw.com

Philip M. Guffy

on behalf of Creditor Citibank N.A. pguffy@huntonak.com

Rebecca Blake Chaikin

on behalf of Debtor Acute Management LLC rchaikin@jw.com,  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Rebecca Blake Chaikin

on behalf of Debtor Envision Healthcare Corporation rchaikin@jw.com  
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com

Rebecca Blake Chaikin

on behalf of Debtor AmSurg LLC rchaikin@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com



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Form ID: pdf002

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Robert Bernard Bruner	on behalf of Creditor Funds and Accounts Managed by Kohlberg Kravis Roberts & Co. L.P. bob.bruner@nortonrosefulbright.com
Timothy Alvin Davidson, II	on behalf of Creditor Citibank N.A. taddavidson@andrewskurth.com
Todd C Meyers	on behalf of Interested Party Ankura Trust Company LLC, in its capacity as Envision Term Loan Facility Agent tmeyers@kilpatricktownsend.com, kmoynihnan@kilpatricktownsend.com;gfinizio@kilpatricktownsend.com;jborey@kilpatricktownsend.com
US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV
Veronica Ann Polnick	on behalf of Debtor Evolution Mobile Imaging LLC vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Physician Services LLC vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Enterprise Parent Holdings Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Anesthesia Services of Sierra Vista Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Flamingo Anesthesia Associates Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor FMO Healthcare Holdings LLC vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor FO Investments II Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Healthcare Clinical Research Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Children's Healthcare Services of North Mississippi Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Healthcare Scientific Intelligence Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor EMSC ServicesCo LLC vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor Envision Anesthesia Services of Delaware Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Veronica Ann Polnick	on behalf of Debtor FM Healthcare Services Inc. vpolnick@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com
Vienna Flores Anaya	on behalf of Debtor Anesthesiology Associates of Tallahassee Inc. vanaya@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com
Vienna Flores Anaya	on behalf of Debtor Anesthesiologists of Greater Orlando Inc. vanaya@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com
Vienna Flores Anaya	on behalf of Debtor AmSurg Torrance Inc. vanaya@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com
Vienna Flores Anaya	on behalf of Debtor Bethesda Anesthesia Associates Inc. vanaya@jw.com, kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

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Vienna Flores Anaya

on behalf of Debtor ASDH II LLC vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Arizona Perinatal Care Centers LLC vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Bay Area Anesthesia L.L.C. vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Envision Healthcare Corporation vanaya@jw.com  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Austin NSC LLC vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor AmSurg San Luis Obispo CA Inc. vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor ASDH I LLC vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Austin NSC LP vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor AmSurg Temecula II Inc. vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor APH Laboratory Services Inc. vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor BestPractices Inc. vanaya@jw.com,  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

Vienna Flores Anaya

on behalf of Debtor Apex Acquisition LLC vanaya@jw.com  
kgradney@jw.com;JacksonWalkerLLP@jubileebk.net;jpupo@jw.com;dtrevino@jw.com;azuniga@jw.com;steso@jw.com

TOTAL: 209